

FAIRPOINT COMMUNICATIONS, INC.

521 East Morehead Street, Suite 250

Charlotte, North Carolina 28210

Telephone: (704) 344-8150

Facsimile: (704) 344-1594

ORIGINAL

February 23, 2005

RECEIVED

FEB 25 2005

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554
Attention: Competition Policy Division
Wireline Competition Bureau

Federal Communications Commission
Office of Secretary

RE: Berkshire Telephone Company (WC Docket No. 03-184)

Dear Ms. Dortch:

FairPoint Communications, Inc. ("FairPoint") and its subsidiary MJD Ventures, Inc. ("MJD") hereby amend the referenced application, filed July 23, 2003, for consent to the transfer of control of the domestic Section 214 authorizations of Berkshire Telephone Company ("BTC") and its subsidiaries (including Berkshire Cable Corporation ("BCC")) from BTC's current stockholders to MJD and FairPoint. The domestic Section 214 application appeared on Public Notice, DA 03-2638, released August 11, 2003, and was assigned WC Docket No. 03-184. It has remained pending since then at the request of the New York Public Service Commission.

The purpose of this amendment is to indicate a change in the ownership and control of FairPoint and its subsidiaries, including MJD.

While the application for transfer of control of BTC was pending, FairPoint engaged in an initial public offering of common stock that was registered with the Securities and Exchange Commission (Registration No. 333-113937), and that was initiated on February 4, 2005, and closed on February 8, 2005. As a result of this public offering, control of FairPoint has been transferred from the Thomas H. Lee Equity Fund IV, L.P. ("THL"), the entity that previously exercised de facto control over FairPoint, to the new public shareholders of FairPoint.

On April 5, 2004, FairPoint filed an application with the Commission for streamlined authorization for the transfer of control of the domestic blanket Section 214 authorizations held by its existing local exchange carrier and interexchange carrier subsidiaries from THL to the proposed new and future public shareholders of FairPoint. By Public Notice (Notice of Streamlined Domestic Section 214 Application Granted), WC Docket No. 04-149, DA 04-1444, released May 24, 2004, the Commission indicated that the FairPoint application had been granted, effective May 23, 2004, pursuant to its streamlined procedures for domestic section 214 transfer of control applications.

No. of Copies rec'd
List ABCDE

014

Marlene H. Dortch, Secretary
February 23, 2005
Page 2 of 3

As a result of the public offering, the ten percent or greater owners of FairPoint's voting stock have changed from those reported in Section (5) of the referenced July 23, 2003 application to the following:

Ownership of FairPoint Communications, Inc. after the public offering:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Thomas H. Lee Equity Fund IV, L.P. 100 Federal Street, 35 th Floor Boston, MA 02110	11.8%	DE L.P.	Investments

The general partner of Thomas H. Lee Equity Fund IV, L.P. is THL Equity Advisors, IV, LLC. No single individual or entity holds a 10 percent or greater interest in THL.

Kelso Investment Associates V, L.P. and Kelso Equity Partners V, L.P. 320 Park Avenue, 24th Floor New York, NY 10022	10.0%	DE L.P.s	Investments
---	-------	-------------	-------------

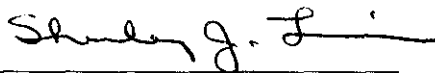
The general partner of Kelso Investment Associates V, L.P. is Kelso Partners V, L.P. In turn, Kelso Partners V, L.P. and Kelso Equity Partners V, L.P. are owned by Messrs Frank T. Nickell, Joseph S. Schuchert, Thomas R. Wall, IV, George E. Matelich, Michael B. Goldberg, David I. Wahrhaftig, Frank K. Bynum, Jr., Philip E. Berney, Frank J. Loverro and Michael B. Lazar, each of whom is a U.S. citizen that can be contacted via the foregoing Park Avenue office.

Public shareholders now hold 72.6 percent of FairPoint's common stock. No new individual public shareholder directly or indirectly owns 10 percent or more of FairPoint's common stock.

Marlene H. Dortch, Secretary
February 23, 2005
Page 3 of 3

Please amend the referenced application to reflect the foregoing change in the ownership and control of FairPoint and its subsidiaries.

Respectfully submitted,
FairPoint Communications, Inc.
MJD Ventures, Inc.

By: 
Shirley J. Linn
Senior Vice President and
General Counsel

Counsel:
Gerard J. Duffy
Blooston, Mordkofsky, Dickens,
Duffy & Prendergast
2120 L Street, NW (Suite 300)
Washington, DC 20037
Phone: (202) 659-0830
Facsimile: (202) 828-5568
Email: gjd@bloostonlaw.com